Geared for life

BHARAT GEARS LIMITED
Regd. Office & Works :
20 K.M. Mathura Road, P.O. Box 328
P.O. Amar Nagar, Faridabad - 121003 (Haryana) INDIA
Tel. : +91 (129) 4288888, Fax : +91 (129) 4288822-23
E-mail : info@bglindia.com
Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/ JUNE 2015-2016 **SYMBOL: BHARATGEAR**

June 10, 2015

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

Sub: Code of Conduct for Prevention of Insider Trading

Dear Sir/Madam,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed Code of Conduct for prevention of Insider Trading as approved by the Board in its meeting held on 29th May, 2015.

You are requested to take it on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**

Prashant Khattry
Head (Legal) & Company Secretary

BHARAT GEARS LIMITED ★ FARIDABAD ★

ISO/TS-16949
ISO-9001
BS.OHSAS-18001
ISO-14001
BUREAU VERITAS Certification

Mumbai Office : 14th Floor Hoechst House, Nariman Point, Mumbai - 400 021 INDIA
Tel.: +91(22) 2283 2370, Fax :+91-(22) 2282 1465, Email: info@bharatgears.com
Mumbra Works : Kausa Shil, Mumbra, Distt. Thane-400 612, (Maharashtra) INDIA
Tel. : +91(22) 2535 2034, 2535 7500, Fax: +91(22) 2535 1651
www.bharatgears.com

BHARAT GEARS LIMITED
Geared for Life

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(As approved by the Board of Directors of the Company)

I. PREAMBLE

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading Regulations) 2015 ("Regulations") on January 15, 2015 which is effective from May 15, 2015 replacing the two-decade old insider trading norms of SEBI (Prohibition of Insider Trading) Regulations, 1992. The Company required to frame a new "Code of Conduct for Prevention of Insider Trading" by the connected persons as defined in the code later, in relation to the securities of the said Company.

In line with the said Regulations, this "Code of Conduct for Prevention of Insider Trading" (hereinafter referred to as "Code" or "the Code") was initially formulated and adopted by the Board of Directors of Bharat Gears Limited (hereinafter referred to as "BGL" or "the Company"), in its Board Meeting held on 29th May, 2015 to be effective with retrospective effect from 15th May, 2015.

II. DEFINITIONS

1.1 "Act" means the Securities and Exchange Board of India Act, 1992.

1.2 "Board" means the Board of Directors of the Company.

1.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Bharat Gears Limited as amended from time to time.

1.4 "Company" means Bharat Gears Limited.

1.5 "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the

preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

1.6 "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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 “Prohibited Period” shall mean the period for which Trading Window shall remain closed as specified under Clause 4.1.1 of the Code.

1.9 Designated Employee(s) shall include:

(i) All officers comprising top three tiers of the Company Management;
(ii) All employees in the finance, accounts, Corporate Affairs/secretarial and legal department and office(s) of the Chairman and Managing Director and the Joint Managing Director; and
(iii) any other employee as may be determined by the Compliance Officer in consultation with the Chairman and Managing Director of the Company from time to time.

1.10 “Director” means a member of the Board of Directors of the Company.

1.11 “Employee” means every employee of the Company including the Directors in the employment of the Company.

1.12 “Generally available Information” means information that is accessible to the public on a non-discriminatory basis.

1.13 “Immediate Relative” means a 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

1.14 “Insider” means any person who,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.

1.15 “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013

1.16 “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

1.17 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.18 “Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.19 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

1.20 “Trading Day” means a day on which the recognized stock exchanges are open for trading;

1.21 “Unpublished Price Sensitive Information” means: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement

1.22 “Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

1.23 “Specified Persons” means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

III. SCOPE

The Code shall be applicable to Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives

IV. CODE

1. Compliance officer

The Company has appointed the Company Secretary as Compliance officer who shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

1.1. Duties of Compliance officer

1.1.1. He shall maintain a record of designated employees and any changes made therein.

1.1.2. He may, in consultation with the Chairman and Managing Director and as directed by the Board, specify prohibited period from time to time and immediately make an announcement thereof.

1.1.3. He shall maintain a record of Prohibited Period specified from time to time.

1.1.4. He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price Sensitive Information' 'Pre-clearing of 'designated employee' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.

1.1.5. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

2. Preservation of "Price Sensitive Information"

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to

the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

Following practices should be followed in this regard: -

2.1. Restrictions: -

2.1.1. Every person preparing and circulating any unpublished price sensitive information (UPSI) as defined under the Regulations shall ensure to notify the following notation "Private, Privileged and Confidential" on each such document / statement.

2.1.2. Need to Know

(i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

2.1.3. Limited access to confidential information

Files containing confidential information shall be kept secure by the concerned department. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/ destroyed after its use.

2.1.4. UPSI shall not be disclosed/ communicated to any person within BGL or outside except when the concerned person reasonably believes that such disclosure is required to enable proper and effective conduct of business and that they will have no information to believe that the information will be misused or improperly disclosed by the recipient.

2.1.5. Not to advise or induce or communicate or counsel any other person to deal in shares of the company on the basis of UPSI.

2.1.6. Not to trade (buy / sell) in securities of the Company either directly or through relatives, friends etc. on the basis of any UPSI.

2.1.7. Not to trade (buy /Sell) in securities of the Company directly or through relatives friends etc during closure of trading window as announced by compliance officer from time to time.

2.1.8. To comply with the norms under the code including disclosure of the transactions to the Compliance Officer.

2.2 Prevention of misuse of "Unpublished Price Sensitive Information"

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

2.2.1 Trading Plan

An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

2.2.2 Trading Plan shall:

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

2.2.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

2.2.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

2.2.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

3. Prohibition To Buy/Sell Securities of the Company by Insider

Insider when in possession of any unpublished price sensitive information pertaining to the Company, shall not:

3.1.1. Buy/sell securities of the Company, either on their own behalf or on behalf of any other person.

3.1.2. Communicate or counsel or procure any unpublished price sensitive information to/from any person.

4. Restriction to Buy/Sell Securities Specified Persons:

4.1. All the Promoter or part of Promoter Group, Key Managerial Personnel, Directors / Designated Employees/ connected persons of the Company shall not buy/sell securities of the Company during closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited.

4.1.1. **Closure of Trading Window**:

The closure of Trading Window shall commence as follows: -

- **Annual Results:-**

  - **From 10th of the Month** in which the Annual Financial Results are proposed to be placed before the Board for its consideration and approval **up to** forty-eight hours after the announcement of the annual financial results (and dividend, if any) to the Stock Exchanges.

- **Quarterly Results:-**

  - From the date of announcement of Board meeting for declaration of quarterly and half-yearly financial results upto forty-eight hours after the announcement of the quarterly financial results to the Stock Exchanges.

The Trading Window shall be opened after passing of 48 hours of conclusion of Board Meeting in which the Financial Results as above are approved.

- **Other Material/Significant Events**

  - **From the date of circulation of the agenda** for the meeting of the Board of Directors, in which any material, price sensitive and unpublished event, including the events mentioned below are proposed:-.

    1. Proposal in respect of issue of securities by way of public/rights/bonus etc.;
    2. Proposal in respect of significant expansion plans or execution of new projects;
    3. Proposal in respect of amalgamation, mergers, takeovers and buy back;
    4. Proposal in respect of disposal of whole or substantially the whole of the undertaking;
    5. Declaration of Dividends (Interim and Final);
    6. Any change in Policies, plans or operations of the Company; and
    7. Any other information which can be considered to be price sensitive.

The Trading Window shall open 48 hours after close of the Board Meeting at which decisions in respect of the above events are taken.

5. Prior Approval to Buy/Sell Securities by Specified Persons

5.1.1. All the Specified persons of the Company shall get **prior clearance** from compliance officer of the proposed acquisition/ purchase/ sale transactions by themselves or through their dependent family

members as per the procedure described hereunder if the said transaction of the securities of Company in a month is in excess of 2000 in number or Rupees One Lac in market value, whichever is lower (either in one transaction or in a series of transaction(s)).

5.1.2. The application for **prior clearance** shall be made to the Compliance Officer of the Company in the prescribed format as specified in Annexure 1 of the Code.

5.1.3 An undertaking (Annexure 2) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:

(a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

5.1.4 Such purchase/ sale of securities by the Compliance Officer shall require **prior clearance** from the Chairman of the Company.

5.1.5 Purchase/ sale transaction, for which **prior clearance** has been obtained, shall be valid only for one week from the date of communication within which period it shall be consummated/ executed and shall lapse thereafter. If the transaction is not consummated/ executed within one week from the approval date, the employee/ director will be required to follow the process of **prior clearance** again.

5.1.6 All the Specified 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 6 months following the prior transaction.

5.1.7 All the Specified persons shall also not take positions in derivative transactions in the shares of the Company at any time.

5.1.8 In case of subscription in the primary market (initial public offers), the holding period would commence when the securities are actually allotted. All the Specified persons shall hold the securities of the Company for a minimum period of 30 days from the date of purchase ('Minimum Holding Period'). In case of personal emergency, the **prior approval** of the Compliance Officer shall be taken for relaxation in the Minimum Holding Period. In respect of the Compliance Officer, such relaxation shall require **prior approval** of the Chairman.

5.1.9. The Compliance Officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. The decision of the Compliance Officer in this regard will be final. In the absence of the Compliance Officer, the Chairman and Managing Director will decide upon the **prior clearance** application. Format of preclearance of order is annexed as Annexure 3

5.1.10.The requirements of **prior clearance** of a proposed transaction shall not apply in the following cases:

1. In the event of participation of a public event i.e. rights or a bonus issue.
2. In the case of any acquisition of shares through transmission or inheritance, or like mode.
3. By way of any court settlement or award thereof.

6. Disclosures

6.1. All Specified persons of the Company shall make the following disclosures of shares and other securities held in the Company by them and their dependant family members, to the Compliance Officer:

6.1.1 **Initial Disclosure**

Disclosure Requirement

a) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them

including the statement of holdings of dependent family members in the prescribed. (Annexure 4)

b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter (Annexure 5)

6.1.2 **Annual Disclosure**

Disclosure Requirement

Annual disclosure of number of securities or voting rights held by them and their dependent family members as on 31st March shall be made within 15 days in Annexure 4

6.1.3 **Continual Disclosure**

Disclosure when there has been change in shareholding or voting rights and such change exceeds Rs. 1 Lacs in market value or 2000 shares or 2% of the total shareholding or voting rights of the Company whichever is lower.

Disclosure Requirement

Within 2 working day of acquisition/ sale/ transfer of shares as per format specified in Annexure 6 of the code.

6.1.4 Disclosure as per SEBI Insider Regulation

Disclosure Requirement

a) Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction 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. Ten lakhs.

The disclosure shall be made in the format (as Annexure 6) within 2 working days of:
(a) the receipt of intimation of allotment of shares, or
(b) the acquisition or sale of shares or voting rights, as the case may be.

b) Within 2 days of the receipt of intimation under Clause 6.1.2(a), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

7. **Penalties for Contravention**

Violation of this Code will invite severe disciplinary action. Such disciplinary action will be irrespective of action that may be taken by SEBI under the Regulations.

8. **General**

Employees are advised to peruse the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer will be available for clarification / assistance that may be necessary.
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 is enclosed for your ready reference. These Regulations shall also be displayed on the Website of the Company www.bharatgears.com.

CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

Approved by the Board of Directors of the Company in its meeting held on 29.05.2015

For Bharat Gears Limited

Sd/-
Surinder P. Kanwar
(Chairman & Managing Director)

----------X----------

Annexure I
Date :

Compliance Officer
Bharat Gears Limited
20 K. M., Mathura Road,
P. O. Box 328, P. O. Amar Nagar,
Faridabad -121 003 (Haryana).

Sub : <u>Application for Pre-dealing approval in securities of the Company</u>

Dear Sir,

I intend to deal in the Securities of Company. Detailed particulars of Proposed Transaction are as follows:

1.	Name	:
2.	Designation, Department & Employee Code	:
3.	Client Id & Details of Depository	:
4.	Name(s) of Account Holder(s)**	:
5.	Relation with Designated Employee**	:
6.	No of securities held (including those held by dependent family members) before proposed Transaction	:
7.	Nature of Proposed Transaction	:
8.	Estimated number of securities to be dealt in proposed Transaction (including by dependent family members)	:
9.	Reason for proposed Transaction	:

Please find enclosed an undertaking duly signed and accepted by me.

You are requested to pre-clear the above transaction.

Thanking you,

(Signature)

Notes:
1. * Strike out whichever is not applicable
2. ** applicable in case of dependent family member of Designated Employee
3. A separate statement should be attached in respect of number of Shares held by dependent family members.

Annexure 2

Format of Undertaking to be accompanied with the application for Pre-clearance

Date :

Compliance Officer
Bharat Gears Limited
20 K.M., Mathura Road,
P.O. Box 328, P.O. Amar Nagar,
Faridabad – 121003 (Haryana).

Sub : Undertaking

Dear Sir,

I intend to deal in the Securities of the Company, the detailed particulars of the Proposed Transaction have are mentioned in a separate request form dated (fill date).

I hereby undertake that: -

1. I do not have any access or has not received any "Price Sensitive Information" up to the time of signing the undertaking.

2. In the event, I have access to or receive any "Price Sensitive Information" after signing of this undertaking but before the execution of the transaction in the Securities of the Company, I shall inform the compliance officer of the change in the position and I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

a) I have not contravened the Company's Code of Conduct for prevention of Insider Trading, notified by the Company.

b) I have made a full and true disclosure in the matter.

In the light of above, you are requested to pre-clear the above transaction.

Thanking you,

(Signature)

Annexure 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.
In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for Bharat Gears Limited

Compliance Officer

Date : _____

Encl: Format for submission of details of transaction

Annexure 4

Date :

Compliance Officer
Bharat Gears Limited
20 K. M., Mathura Road,
P. O. Box 328, P. O. Amar Nagar,
Faridabad -121 003 (Haryana).

Sub : Initial Disclosure/Annual Disclosure of Securities held by Promoter, Key Managerial Personnel (KMP), Director and their immediate relatives and for whom taking trading decisions

Name, Pan No., CIN/DIN and Address with contact No.	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 the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size	Notional value in Rupees terms	Number of units (contracts* lot size)	Notional value in Rupees terms

(Signature)

Designation:

Date:

Place:

Annexure 5

Compliance Officer
Bharat Gears Limited
20 K. M., Mathura Road,
P. O. Box 328, P. O. Amar Nagar,
Faridabad -121 003 (Haryana).

Sub : Details of Securities on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and their immediate relatives and for whom taking trading decisions

Name, Pan No., CIN/DIN and Address with contact No.	Category of Person (Promoters/ KMP/Directors / immediate relatives/others etc	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 the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size	Notional value in Rupees terms	Number of units (contracts* lot size)	Notional value in Rupees terms

(Signature)

Designation:

Date:

Place:

Annexure 6

Details of change in holding of securities of promoters, employee or Director of a listed and their immediate relatives and for whom taking trading decisions

The Compliance Officer,
Bharat Gears Limited,
Mumbai

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company :

Name, Pan No., CIN/DIN, & address of Promoter/ employee Director with contact nos.	Category of person (Promoters/ KMP/Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired / Disposed		% of Shareholding		Date of allotment advise/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential 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 (For eg.- Shares, warrants, convertible Debentures etc.)	No.	Type of security (For eg.- Shares, warrants, convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.
I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____ Date
Designation: Place