



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Introduction:

Regulation 25(7) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) (Clause 49 of the erstwhile Listing Agreement) requires that:

- *The Company shall familiarise the independent Directors with the Company, its business model, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc., through various programmes.*
- *The details of such familiarisation programmes shall be disclosed on the Company's website and web link thereto shall also be given in the Annual Report as per Regulation 46 of the Regulations*

Familiarisation Process:

1. The meetings of the Board of Directors of the Company during each financial year are organized at different manufacturing plants of the Company and every time, a visit of the respective plant is organized for the Directors, including Independent Directors along with a direct interaction with the heads of production processes to provide a brief idea to the Directors of the production processes and operations of the Company.
2. An elaborated note on business operations with regard to the operations and financial position of the Company as at the end of each quarter is circulated to the Board members with the Agenda of each Board Meeting and also presented at the meeting in the form of a power point presentation. The same is duly deliberated upon at the Meeting in presence of the Technical Director, Chief Financial Officer and Head (Legal) & Company Secretary who answer the queries of the Directors, if any arising out of such reports to the satisfaction of the Directors.
3. The Company strives towards 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 Agreement and such other laws and regulations as may be applicable.
4. The Company has framed Code of Conduct and Ethics and Code of Conduct for prevention of Insider Trading respectively which all the Directors need to comply with. The said code(s) of conduct are placed before the Board for review after a period of every 2 (Two) years so as to familiarise the Directors with the codes and ensure that the said code(s) are in conformity with the latest laws, rules and regulations.

Disclosure:

This familiarisation process shall be uploaded on the official website of the Company i.e. www.bharatgears.com and a web link thereto shall be provided in the Annual Report.

Review:

The familiarisation process shall be reviewed at regular intervals to analyse if there is a need to amend the same as may be deemed necessary to keep the Directors of the Company informed of the operations of the Company vis-à-vis the latest developments vis-à-vis the laws and regulations as applicable on the Company for the time being in force.