

**BHARAT GEARS LIMITED****POLICY ON VIGIL MECHANISM/WHISTLE BLOWER MECHANISM****1. PREFACE**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), every listed Company shall establish a Whistle Blower policy/Vigil Mechanism for the Directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct ("the Code") for Directors and Senior Management Personnel (as defined in "the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of Directors, employees and any other person who avail of such mechanism and also make provisions for direct access to the Chairman of Audit Committee in exceptional cases.

In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations), including any amendment thereto, the Company is required to formulate a Whistle Blower Policy to enable employees to report instances of leak of Unpublished Price Sensitive Information ("UPSI"). The Company has adopted a code of Fair Disclosure and Code of Conduct ('**Insider Trading Code**') as required under Insider Trading Regulations, which lays down the practices and procedures that should govern fair disclosure of UPSI by the Company and regulate and monitor the conduct of designated persons (as defined in the Insider Trading Code) while dealing in the securities of the Company. Such a whistle blower policy shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provisions for direct access to the Chairperson of the Audit Committee in appropriate and exceptional case.

Under the above scenario, Bharat Gears Limited ("BGL"), being a Listed Company proposes to establish a revised Whistle Blower Policy/Vigil Mechanism and adopt a policy for the same.

2. POLICY OBJECTIVES/SCOPE OF THE POLICY

2.1 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism 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