



BHARAT GEARS LIMITED

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POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

1. INTRODUCTION AND PURPOSE:

This Policy for determination of materiality for disclosure of events or information ("Policy") of Bharat Gears Limited ("the Company") has been framed in accordance with the requirements of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations" or "Listing Regulations") as amended from time to time.

The objective of this Policy is to determine materiality of events or information related to the Company, and to ensure that such material information is adequately disseminated in pursuance with the Regulations in a timely and transparent manner and also timely disclosure of the same to the Stock Exchanges where the Company's securities are listed (herein after called "the Exchange") This Policy for Determination of Materiality (the 'Policy') has been adopted by the Board of Directors of the Company.

Applicability

This Policy shall be applicable to such events of the Company, as and when they come under the criteria enumerated by the SEBI, from time to time.

2. EFFECTIVE DATE:

The Policy as approved by the Board of Directors shall be effective from December 01, 2015.

3. DEFINITIONS:

- (a) **"Absolute Value of Profit or Loss"** shall mean absolute value of profit or loss by disregarding the 'sign' (positive or negative) that denotes such value as the said value/figure;
- (b) **"Board of Directors" or "Board"** shall mean the Board of Directors of Bharat Gears Limited, as constituted from time to time;
- (c) **"Company"** shall mean Bharat Gears Limited ("BGL");
- (d) **"Key Managerial Personnel"** shall mean the Key Managerial Personnel as defined under sub-section (51) of Section 2 of the Companies Act, 2013 (hereinafter referred to as "the Act");
- (e) **"Listing Agreement"** shall mean an agreement entered into between the Company and the Stock Exchanges where the securities of the Company are listed pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) **"Material Subsidiary"** shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- (g) **"Policy"** shall mean this Policy on criteria for determining Materiality of events or information and as may be amended from time to time;
- (h) **"Schedule"** shall mean Schedule III of the Regulations.

Any other term not defined herein shall have the same meaning as defined under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement, or any other applicable laws or regulations to the extent applicable to the Company.



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4. MATERIAL EVENT OR MATERIAL INFORMATION:

The Company, pursuant to Regulation 30(1), is required to disclose any event or information that in opinion of the Board of Directors of the Company is material.

The Listing Regulations categorizes events or information that must be publicly disclosed into the following two groups:

- (a) The events or information that must be publicly disclosed without the need to apply **any test of materiality** as indicated in Para A of Part A of Schedule III of the Listing Regulations and as provided in "**Annexure-A**" of the policy; and
- (b) The events or information, that the Company should publicly disclose if it passes the test of materiality and is considered material as indicated in Para B of Part A of Schedule III of the listing Regulations, and as provided in "**Annexure-B**" of the policy).
- (c) Events or information of subsidiaries which are identified as material, by the authorised KMP, based on application of materiality criteria.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Events/information shall be considered as Material if it meets any of the following criteria:

- (a) the event or information is in any manner unpublished price sensitive information; or
- (b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (c) the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
- (d) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (ii) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
 - (iv) In case an event or information is required to be disclosed by the Company in terms of this Policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

In case where the criteria specified in sub-clauses (a), (b), (c) and (d) is not applicable, an event or information may be treated as being material if it is so in the opinion of the Board of Directors of the Company, the event or information is considered material.

6. DISCLOSURES OF EVENTS OR INFORMATION:

The Company shall disclose to the Stock Exchange(s) all material events or information as soon as reasonably possible and in any case not later than the following:



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- a) **Thirty minutes** from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within **three hours** from the closure of the board meeting:

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- b) **Twelve hours** from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) **Twenty-four hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

Provided further that in case the disclosure is made after the timelines specified, the Company shall, along with such disclosure provide the explanation for the delay.

The Company shall disclose to the stock exchange(s) material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy of the Company.

7. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION:

The occurrence of material event and/or receipt of material information may depend on the following:

- (a) In general instance where, discussion, negotiation and approval are required, in such cases the event/information is said to have occurred/received upon receipt of approval by the Board of Directors.
- (b) In case of disruption of operations due to unforeseeable events such as natural calamities, force majeure, strikes etc. the event is said to have occurred or the information is said to have received, when an officer of the Company has or ought to have become aware of the event/information in the course of performance of his duties, as Company's official.

Considering the price sensitivity involved in certain events, which requires shareholder's approval, disclosure shall be made on receipt of approval of the Board, pending shareholder's approval.

8. PERSONS RESPONSIBLE FOR DISCLOSURES:

The Board of Directors of the Company has authorised the Company Secretary and Chief Financial Officer (**Authorised Person(s)**) severally in consultation with the Chairman and



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Managing Director to determine the materiality of an event or information and to make appropriate disclosures on a timely basis to the Stock Exchanges as also on the Company's website.

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary or Chief Financial Officer, who is in charge of administering, enforcing and updating this policy.

The Contact details of the authorised person(s) is displayed on the website of the Company.

9. PROCEDURAL GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION:

All the Senior Management Personnel of the Company shall provide any event/information which may possibly be material or of which they are unsure as to its materiality.

The Authorised Person is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he/she may deem fit.

The Authorized Person(s) shall have the following responsibilities for determining materiality of events or information:

- (a) To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- (b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or receipt of information.
- (c) To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- (d) To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly mentioned in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- (e) To disclose all events or information with respect to the subsidiaries which are material for the Company.
- (f) To provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

The procedure to be followed in relation to the lodgment of disclosure of material event/information is as follows:

- a) the Company Secretary or the Chief Financial Officer will prepare draft announcement to the Stock Exchanges which shall be factual and expressed in clear manner and obtain approval of Chairman and Managing Director or Chief Financial Officer of the Company.
- b) After lodgement of the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be hosted on the website as per the Archival Policy of the Company.



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10. MECHANISM TO BE ADOPTED FOR IDENTIFYING AND REPORTING POTENTIAL MATERIAL EVENT/INFORMATION BY RELEVANT EMPLOYEES:

During the course of performance of one's role, the Relevant employee/(s) shall be responsible for identifying pertinent events/information as specified by the SEBI, from time to time, which has potential to be classified as material events/information as per the policy.

Upon identification of potential material events/information, the relevant employee shall promptly report the details of such potential material events/information to the Authorized Person.

The details so submitted shall be authentic and comprehensive to enable the Authorized Person to make informed decision/take appropriate actions.

The Relevant Employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so submitted to the Authorized Person.

The Authorized Person will then ascertain the materiality of such event(s) or information based on the above guidelines.

On completion of the assessment, the Authorised Person shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

CONTACT DETAILS:

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary or Chief Financial Officer, who is in charge of administering, enforcing and updating this policy.

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11. LIMITATION AND AMENDMENTS

The Board may subject to the applicable laws may amend the policy from time to time, or it may adopt a new policy in its entirety. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

In the event of any conflict between the provisions of this Policy and the Listing Agreement or the Companies Act, 2013 or Regulations or any other statutory enactments or rules thereof, the provisions of such Listing Agreement, the Companies Act, 2013, statutory enactments, and rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.



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The Policy has been initially approved by the Board of Directors of the Company on 15 December, 2015 and further, this policy has been amended and adopted by the Board of Directors of the Company as per the following details:

S.no.	Date of Amendment	Particulars of Amendment
1.	29 January, 2020	To incorporate the necessary amendments with respect to the amendments in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
2.	12 May, 2022	
3.	10 August, 2023	
4.	24 January, 2025	To incorporate the necessary changes as deemed necessary.

12. DISSEMINATION OF POLICY:

This Policy shall be hosted on the website of the Company and address of such weblink thereto shall be provided in the Annual Report of the Company.

13. CONCLUSION:

To comply with the provisions of Regulation 30 of SEBI (Listing Obligations and disclosures requirements), 2015, the Company has formulated this policy to determine how to identify the material events, when to disclose those events to the stock exchanges and website of the Company and who shall be responsible to disclose such events to the stock exchanges.

Annexure-"A"

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in Associate Company of the Company or any other restructuring.

Explanation (1) – Acquisition shall mean-

- (i) acquiring control, whether directly or indirectly; or
- (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said Company; or
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said Company; or
 - (c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in Clause 4 of this policy.

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an Unlisted Company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said Unlisted Company shall be disclosed on a quarterly basis in the format as may be specified.



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Explanation (2) -

For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in Associate Company" shall include-

- (i) an agreement to sell or sale of shares or voting rights in a Company such that the Company ceases to be a wholly owned subsidiary, a subsidiary or an Associate Company of the listed entity; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3)- For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Rating(s) or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depositary Receipts/Global Depositary Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s):
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its



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holding, subsidiary or associate 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 Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that Company shall or shall not act in a particular manner;

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
- 7A. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the Stock Exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- 7B. Resignation of Independent Director including reasons for resignation: In case of resignation of an Independent Director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
- i. The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - ia. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.



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- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
- 7C. In case of resignation of Key Managerial Personnel, Senior Management, Compliance Officer or Director other than an Independent Director; the letter of resignation along with detailed reasons for the resignation as given by the Key Managerial Personnel, Senior Management, Compliance Officer or Director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
- 7D. In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of share transfer agent.
 9. Resolution plan/Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
 10. One time settlement with a bank.
 11. Winding-up petition filed by any party/creditors.
 12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
 13. Proceedings of Annual and extraordinary general meetings of the Company.
 14. Amendments to memorandum and articles of association of the Company, in brief.
 15. (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet).

Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.
- Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
- Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Company.
- (b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:



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- (i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
 - (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.
16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;



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- (x) Brief description of business strategy.
 - m) Any other material information not involving commercial secrets.}
 - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - o) Quarterly disclosure of the status of achieving the MPS;
 - p) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory/enforcement agencies) on receipt by the Company along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the Company.

18. Announcement or communication through social media intermediaries or mainstream media by Directors, Promoters, Key Managerial Personnel or Senior Management of the Company, in relation to any event or information which is material for the Company in terms of Regulation 30 of these Regulations and is not already made available in the public domain by the Company.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Company, in respect of the following:

- (a) search or seizure; or
 - (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;
- along with the following details pertaining to the actions(s) initiated, taken or orders passed:
- i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its Directors, Key Managerial Personnel, Senior



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Management, Promoter or Subsidiary, in relation to the Company, in respect of the following:

- (a) suspension;
 - (b) imposition of fine or penalty;
 - (c) settlement of proceedings;
 - (d) debarment;
 - (e) disqualification;
 - (f) closure of operations;
 - (g) sanctions imposed;
 - (h) warning or caution; or
 - (i) any other similar action(s) by whatever name called;
- along with the following details pertaining to the actions(s) initiated, taken or orders passed:
- i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
- (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

Annexure-"B"

Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).]
3. Capacity addition or product launch.
4. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.



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5. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
14. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
15. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

For Bharat Gears Limited

Surinder Paul Kanwar
(Chairman and Managing Director)