



BHAGWATI

BHAGWATI AUTOCAST LIMITED

(CIN: L27100GJ1981PLC004718)

Regd. Office & Works: Survey No. 816, Village-Rajoda, Near Bavla, Dist. Ahmedabad - 382 220, Gujarat, India

Phone: +91 2714 232283 / 232983 / 232066

E-mail: autocast@bhagwati.com, autocast@bhagwati.co.in • Website: www.bhagwati.com

CODE OF PRACTICES, PROCEDURE AND CONDUCT

TO REGULATE MONITOR AND REPORT TRADING BY INSIDERS

Code of conduct for Prevention of Insider Trading

This Code of Conduct may be known as "Bhagwati Autocast Ltd Code of Conduct for Prohibition of Insider Trading" (herein after referred to as the "Code of Conduct").

This code has been made pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

This Code has been designed to enhance the standards of governance and to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 made effective from 1st April, 2019.

I. Definitions

1. **"Act"** means the Securities & Exchange Board of India Act, 1992 as may be modified from time to time.
2. **"Board"** means Board of Directors of the Company, Bhagwati Autocast Limited
3. **"Code"** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time to time.
4. **"Company"** means Bhagwati Autocast Limited.
5. **"Compliance Officer"** means any senior officer, designated so and reporting to the Board of Directors who is financially literate (within the meaning of the Regulations) and is capable of appreciating requirements for legal and regulatory compliance under the Regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board.
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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
7. **“Designated Person”** means those persons who are specified by the Board in consultation with the Compliance Officer on the basis of their role and function in the organization and the access that such role and function would provide to Unpublished Price Sensitive Information in addition to seniority and professional designation and shall include:
- (i) All Directors whether executive, non-executive or independent;
 - (ii) All Key Managerial Personnel of the Company including Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) and Compliance Officer;
 - (iii) Promoter and Members of the Promoter Group of the Company;
 - (iv) All employees of Manager/ General Manager cadre and above in all other Departments of the Company;
 - (v) Immediate relatives of the Person mentioned in (i) to (iv);
 - (vi) Support staff like IT staff consisting the Head of the IT staff, the staff who are closely working with the Company and have access to the Unpublished Price Sensitive Information;
 - (vii) Officers comprising the top three tiers of the company management;
 - (viii) Such other employees as may be determined by the Management of the Company from time-to-time.
8. **“Employees”** means every employee(s) of the Company including the Director in the employment of the Company.
9. **“Fiduciary(ies)”** means Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Companies shall be collectively referred to as fiduciary(ies).
10. **“Financially Literate”** means a person who has the ability to read and understood basic financial statements, i.e. balance sheet, profit and loss account and statement of cash flows.

11. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
12. **"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;
13. **"Insider"** means any person who is;
 - i) A connected person; or
 - ii) Designated Person; or
 - iii) In possession of or having access to unpublished price sensitive information;
 - iv) In receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose.
14. **"Legitimate Purpose"** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
15. **"Material Financial Relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
16. **"Material Subsidiary"** means a Subsidiary of the Company if the income or net worth of the Subsidiary exceeds ten percent of the consolidated income or net worth, respectively, of the Company and its Subsidiaries in the immediately preceding accounting year;
17. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
18. **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
19. **"Proposed to be listed"** shall include securities of an unlisted company:
 - (i) if such unlisted company has filed offer documents or other documents, as the case may be, with SEBI, , stock exchange(s) or registrar of companies in connection with the listing; or
 - (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013; "

20. **"Regulation"** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 as amended from time to time.
21. **"Securities"** shall have the meaning assigned to it under the Securities Contract (Regulations) Act, 1956 or any modification thereof except units of mutual fund;
22. **"Specified"** means specified by the Board in writing;
23. **"Subsidiary"** shall mean a subsidiary as defined under the Companies Act, 2013;
24. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
25. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
26. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
27. **"Trading Window"** means the period during which, trading in the Company's shares by insiders shall be permissible.
28. **"Unpublished price sensitive information" or "UPSII"** means any information, relating to the 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, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

II. INTERPRETATIONS

- 1) 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 there under shall have the meanings respectively assigned to them in those legislation.
- 2) This Code can be modified/amended/alterd only by Board of Directors of the Company.

- 3) But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/altere d provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

The amended code should be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc of the Regulation for noting.

III. APPLICABILITY

Subject to the applicable laws, this Insider Code is applicable to all Designated Persons, their immediate relatives, connected persons, promoter and promoter group of the Company.

IV. CODE

1.0 Compliance Officer

- 1.1 The Compliance Officer shall report to the Board of Directors 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.
- 1.2 The Compliance officer shall manage 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 listed company or the head of an organization, as the case may be;
- 1.3 The compliance officer shall assist all the designated persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the company's code of conduct.

2.0 Preservation of Confidentiality of Unpublished Price Sensitive Information (UPSI) / Confidential Information

- 2.1 Insiders and their immediate relatives shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.3 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- 2.3.1 entail 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;
- 2.3.2 not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated and made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- 2.4 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.5 The Company has put in place policies and procedures (hereinafter referred as Chinese Walls) to manage UPSI and prevent the inadvertent spread and misuse of UPSI. Chinese Walls are designed to curb on passing of UPSI. Designated persons, who are in possession of UPSI, have a responsibility to ensure that UPSI should not be shared or disclosed to any persons except their legal obligations. All non-public information directly / indirectly received by any designated persons should immediately be reported to the head of the department. Management shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that these are complied with by all affected designated persons. Local policies should address not only the maintenance of Chinese Walls and how these implemented and controlled but also procedures for crossing the wall. The establishment of Chinese Walls is not intended to suggest that within Insider Areas material, Confidential Information can circulate freely. Within Insider Areas, the 'need-to-know' policy is fully in effect.
- 2.6 Confidential Information / UPSI shall be kept with adequate security.

3.0 Trading when in possession of unpublished price sensitive information

When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession;

- (1) No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information.
 - (i) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under Sub-Regulation (3) of Regulation 3 of the Regulations.

Provided further that such off-market trades shall be reported by the Insiders to the Company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained by either person under sub-regulation (3) of regulation 3 of the Regulations.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders: –

- (a) the individuals who were in possession of such Unpublished Price Sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and

- (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (vi) the Trades were pursuant to a trading plan set up in accordance with Regulation 5 of the Regulations.

(2) In the case of Connected Persons the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons and in other cases, the onus would be on the Board.

(3) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

4.0 Trading Plan

4.1 An insider shall be entitled, at his option, 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 with such plan.

Such 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.

4.2 The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

4.3 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 any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliant Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

4.4 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

4.5 A notional window shall be used as an instrument of monitoring trading by Designated Persons. The Compliance Officer should close trading window when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. During closure of notional window, Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

5.0 Prevention of misuse of “Price Sensitive Information”.

5.1 Designated persons and their immediate relatives shall not buy-sell, deal in securities of the Company during closure of ‘Trading Window’, i.e. the period during which trading in the securities of the Company is prohibited.

5.2 Trading Window

5.2.1 The Trading window shall be *inter-alia* closed (a) from the end of every quarter till 48 hours after the declaration of financial result; (b) at least 7 days prior to UPSI being communicated, provided or being made available to the Public.

5.2.2 During closure of trading window, Designated Persons and their immediate relatives shall not trade in the securities of the Company.

Designated persons may execute trades subject to compliance with the Regulations and this Code. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated Persons and their Immediate Relatives shall not trade in securities when the trading window is closed.

5.2.3 After taking into account various factors including UPSI in question becoming generally available and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the trading window however in any event it shall be forty-eight hours after the information becomes generally available.

5.2.4 All directors/officers/designated persons of the company shall conduct all their dealings in the securities of the Company only when the trading window is open 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 or during any other period as may be specified by the Company from time to time.

5.2.5 The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

6.0 Pre-clearance of trades

- 6.1 When the trading window is open, any Designated Person and their immediate relatives shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trades is above Rs. 10 lakhs.
- 6.2 Designated Person and their immediate relatives who propose to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as Annexure "I".
- 6.3 Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 6.4 The Compliance Officer shall approve / reject pre-clearance application within four days in Annexure "II".
- 6.5 Designated Person and their immediate relatives shall execute pre-cleared trade within seven trading days from approval and shall report his trade details to Compliance Officer in Annexure "III" within 2 trading days from the trade. In case non-trading, Designated Person and their immediate relatives shall report his decision of non-trading along with reasons to Compliance Officer in Annexure "III".
- 6.6 In case of failure in executing trade within seven trading days, Designated Person and their immediate relatives shall be required to take fresh pre-clearance for the trades to be executed in Annexure "I".
- 6.7 Designated Person who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund.
Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- 6.8 It shall be the responsibility of Designated person(s) to ensure compliance of above clauses in case of their immediate relatives also. All designated persons shall disclose, on annual basis or in case of change, the name, PAN, phone no of the their immediate relatives and persons with whom such designated person(s) shares a material financial relationship. In addition, names of education institutions from which designated persons have graduated and names of their past employers shall also be disclosed on one time basis.

7.0 Code of Fair Disclosure

Code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) has been provided through separate policy, which is form part of this Code.

8.0 Disclosure by Certain Persons

8.1 Initial Disclosure

8.1.1 Every promoter, Member of Promoter group, key managerial personnel, director of the company, Designated Person of the company shall disclose his holding of securities as on May 15, 2015 to the Company within 30 days from regulation taking effect in Form A.

8.1.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose holding of securities as on the date of appointment or becoming a promoter or member of promoter group to the Company within seven days of such appointment or becoming a promoter in Form B.

8.2 Continual Disclosure

8.2.1 Every promoter, member of the promoter group, director, key managerial personnel and Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed of by them or their relatives 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.10 lakhs in Form C.

8.2.2 The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two working days of receipt of the disclosure or from becoming aware of such information.

8.3 Annual Disclosure

Every Designated Person of the Company shall disclose their holding of Securities on annual basis in Annexure IV along with names and Permanent Account Number or any other identifier authorized by law of the following persons to the company and as and when the information changes:

a) Immediate Relatives

b) persons with whom such Designated Person(s) shares a material financial relationship

c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed one time.

8.4 Disclosure by other Connected Persons:-

The Company may require any other Connected Person or Class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

9.0 Penalty for contravention of code of conduct

- 9.1 Every Designated Person/ Insider who contravenes the Code of Conduct shall be penalized and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc.
- 9.2 Any Designated Person who contravenes the Code may be penalized and appropriate action may be taken by the Company after due inquiry proceedings by Audit Committee/ Board of directors conducted in accordance with the Whistle Blower Policy of the Company in case of the instances of leakage or suspected leak of Unpublished Price Sensitive Information.
- 9.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations. For this purpose the Compliance Officer shall inform the stock exchange(s) where the concerned securities are traded, if there is any violation of the Code and Regulations.
- 9.4 Any amount collected in connection with violation of the Code from the Designated Person shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI.

V. GENERAL

Designated persons are advised to pursue the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. In case of any inconsistency between the terms of this code and any existing or newly enacted law, rule, regulation or standard including amendments thereof governing the Company, such law, rule, regulation or standard including amendments thereof will take precedence over this code and procedures until such time this code is changed to conform to the law, rule, regulation or standard including amendment thereof. The Compliance Officer will be available for clarification / assistance that may be necessary.

Application cum Undertaking for Pre-clearance

Date:

To

The Compliance Officer

Bhagwati Autocast Limited
 Survey No. 816, Village-Rajoda,
 Nr. Bavla, Dist. Ahmedabad-382220

Sub.: Application for Pre-dealing in securities of the Company

Dear Sir / Madam,

With reference to Bhagwati Autocast Limited Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/ sale ____equity shares of the Company as per details given below:

1.	Name of Designated Person/ Immediate Relative	
2.	Designation	
3.	PAN of Designated Person/ Immediate Relative	
4.	No. of Securities held as on application date	
5.	Folio No./ DP Id / Client ID	
6.	The Proposal is for:	a) Purchase of securities b) Sale of securities
7.	Estimated Number and Value of Securities to be purchased / sold	
8.	Whether the proposed transaction will be through stock exchange or off-market	

I, _____, _____ of the Company/ my Immediate Relative [●] residing at _____, am/is desirous of trading in _____ * Securities of the Company as mentioned above for pre-clearance of the transaction.

I further declare that I/my Immediate Relative(s) am/are not in possession of or otherwise privy to any Unpublished Price Sensitive Information (UPSI) (as defined in the Company's Code of Conduct for Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I/ my Immediate Relatives have access to or receive any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain (and ensure that my Immediate Relatives refrain) from trading in the Securities of the Company until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade.

I also hereby declare that I have not contravened any provision of the Code of Conduct.

Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I/ my Immediate Relative(s) shall execute a trade within 7 days of the receipt of approval of trade, failing which I shall seek pre-clearance approval again. I declare that I have made full and true disclosure in the matter.

Yours faithfully,

Signature : _____

(Name of Employee)

* Indicate number of shares/ securities

Approval / Rejection of Pre - Clearance

Date:

To
Name:
Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sale _____ equity shares of the Company is hereby approved / rejected. Now, you can execute your trade within 7 days i.e. _____. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before _____, you shall submit a fresh preclearance application before executing any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,
For, **Bhagwati Autocast Limited**

Compliance Officer

Encl.: Format for reporting of trade/ transaction

Reporting of Trade / Transaction

(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date:

To

The Compliance Officer

Bhagwati Autocast Limited

Survey No. 816, Village-Rajoda,

Nr. Bavla, Dist. Ahmedabad-382220

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I/ my Immediate Relative(s)

- have not bought/ sold any Securities of the Company
- have bought/ sold to _____ Securities as mentioned below on _____ (date)

Name of the holder	Relationship with Designated Person	No. of Securities dealt with	Bought/ sold	DP Id / Client ID / Folio No.	Price (Rs.)	PAN

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's Contract Note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I/ my Immediate Relative(s) agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provision of the Code of Conduct and/or applicable laws/ regulations have been contravened for effecting the aforesaid trade / transaction.

Signature : _____

Name:

Designation:

ANNUAL DISCLOSURE

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

Name of the Company: **Bhagwati Autocast Limited**

ISIN of the Company: INE106G01014

I. Information by Designated Person/ Insider

Name	
Designation	
PAN Number (if PAN is not available, then Aadhar/Passport/ Election voting card details)	
E-mail ID	
Postal Address	
Phone, Mobile/ cell numbers	
Names of Educational Institutions from where graduated (onetime)	
Name of Past Employers (if any) (onetime)	
Nature of securities* held	Equity Shares
Number of Equity shares held (if none, put the figure '0')	
DP-Client ID/ Folio No.	

II. Information of Immediate Relatives* or Person with whom such Designated Person(s)/ Insider(s) share material financial relationship*

Name					
PAN					
Nature of securities* held	Equity Shares				
Number of Equity shares held (if none, put the figure '0')					
DP-Client ID/ Folio No.					

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

Notes(*): (1) Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015, (2) "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, (3) "Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to the company]**

Name of the company: Bhagwati Autocast Limited

ISIN: INE106G01014

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a
director/KMP/Promoter]**

Name of the company: Bhagwati Autocast Limited

ISIN: INE106G01014

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM-C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) - Continual disclosure]**

Name of the company: Bhagwati Autocast Limited
ISIN: INE106G01014

Details of change in holding of Securities of Promoter, Employee or Director or Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP/ Directors / Immediate relative to/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)
		Type of security (For eg. - shares, warrants, convertible debentures etc.)	No. and % of share-holding	Type of security (For eg. - shares, warrants, convertible debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. - shares, warrants, convertible debentures etc.)	No. and % of share-holding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was excluded
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place: