

Internal Code of Conduct for
Regulating, Monitoring and
Reporting of Trades by Designated
Persons under the SEBI
(Prohibition of Insider Trading)
Regulations, 2015

BEW ENGINEERING LIMITED

Director

Director

1. INTRODUCTION

The Securities and Exchange Board of India ("SEBI") has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). The Regulations have come into effect from May 15, 2015 which has been further amended from time to time. The object of the Regulations is to curb the practice of insider trading in the securities of a listed company. The aforesaid code was approved by the Board on 7th May, 2021.

Any subsequent modification and / or amendments to the Regulations shall automatically apply to this Code.

2. DEFINITIONS & INTERPRETATION

- a. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b. "Audit Committee" means the audit committee constituted pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of Companies Act, 2013
- c. "Board" means Board of Directors of the Company.
- d. "Chief Investor Relations Officer" means the person heading the Investors Relations Department of the Company.
- e. "Code" or "Code of Conduct" means the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the Regulations.
- f. "Company" means BEW Engineering Limited.
- g. "Compliance Officer" means the Company Secretary of the Company.
- h. "Connected Person" means:
 - i) any person who is or has during the six months prior to the concerned act been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.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 2(h)(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

For BEW Engineering Limited

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- 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 recognized 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 percent of the holding or interest.

- i. **“Designated Persons”** means those Insiders who fall in the following categories:
 - i. Promoter and Member of the Promoter Group of the Company;
 - ii. All Directors of the Company (including Independent Directors, Whole-Time Directors, Managing Director);
 - iii. Key Managerial Personnel (“KMP”) of the Company;
 - iv. Permanent invitees/invitees to the Board meeting and Committee meetings of the Company
 - v. The office of Chief Executive Officer (s), Chief Financial Officer of the Company;
 - vi. The Chief Executive Officer (s) and employees up to two levels below Chief Executive Officer of the Material Subsidiary and Associate companies of the Company;
 - vii. All management staff of the grade- ‘General Managers’ and above of the Company;
 - viii. All secretarial staff of the office of the Chairman and the Managing Director of the Company;
 - ix. All employees in the grade of ‘Managers’ and above of the finance, accounts, treasury, risk, internal audit, tax, legal, IT, investor relations, Corporate Communication and secretarial department of the Company;
 - x. Any other employee of the Company and the Material Subsidiary which in the opinion of the Compliance Officer of the Company needs to be included in the category of Designated Persons. Such inclusion shall be done after approval of the Chief Financial Officer/Chief Executive Officer/Whole-Time Director/Managing Director of the Company;
 - xi. Immediate Relatives of these persons listed above under (i) to (x).
- j. **“Director”** means a member of the Board.
- k. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- l. **“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.
- m. **“Insider”** means any person who is:
 - i. a Connected Person; or
 - ii. in possession of or having access to Unpublished Price Sensitive Information.
- n. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- o. **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.
- p. **“Promoter Group”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.
- q. **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof.
- r. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act,

1956(42 of 1956) or any modifications thereof except units of a mutual fund.

- s. **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications thereof;
- t. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and **“Trade”** shall be construed accordingly.
- u. **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading;
- v. **“Trading Window”** shall have the meaning ascribed to the term in Clause 6.1(a);

- w. **“Unpublished Price Sensitive Information”** or **“UPSI”** 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) merger, demergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v) change in Key Managerial Personnel;

INTERPRETATION

- a. Words and expressions used and not defined in this Code but defined in the Act, the Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them therein.
- b. Words importing the plural include where the context admits or requires, the singular, and vice-versa.
- c. Words importing the person shall, where the context requires, include corporate bodies and companies as well as individuals.

3. ROLE OF COMPLIANCE OFFICER

The Compliance Officer shall report on matters relating to this Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board once in every financial year.

The Compliance Officer shall maintain a record of the Designated Persons and any changes therein.

The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.

4. ROLE OF CHIEF INVESTOR RELATIONS OFFICER

4.1 The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI. The Chief Investor Relations Officer may, along with the Compliance Officer, coordinate the dissemination of UPSI.

5. PRESERVATION OF UPSI

Communication or procurement of UPSI:

- a. The Designated Persons shall maintain confidentiality of all UPSI and no Designated Person shall communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other Designated Persons except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any Designated Persons of UPSI, relating to the Company or securities listed or proposed to be listed except in furtherance of legitimate purposes (as mentioned in Code of Fair Disclosure), performance of duties or discharge of legal obligations.
- c. Any person in receipt of UPSI for legitimate purpose shall be considered as an insider for the purpose of these Regulations. Accordingly, the person who shares such UPSI shall give proper notice to the recipient of UPSI to maintain confidentiality of such UPSI.
- d. No Designated Persons shall Trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI. Further the Designated Persons shall not pass on the UPSI to any person directly or indirectly whether for making a recommendation for the purchase or sale of securities of the Company or otherwise.
- e. Notwithstanding anything contained in the Regulations, the UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - i) entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of such information is in the best interest of the Company;
 - ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute UPSI 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 may determine to be adequate and fair to cover all relevant and material facts.
- f. It is clarified that no communication of UPSI as contemplated under Clause 5(e) above shall occur unless the Board has passed a resolution authorizing such communication. For purposes of Clause 5(e), the Board 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 purpose of Clause 5(e) and shall not otherwise Trade in securities of the Company when in possession of UPSI.
- g. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared as above along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Need to know:

- a. UPSI shall be communicated on a 'need to know' basis. UPSI should be disclosed only to those within the Company who need the information to discharge their legitimate duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- b. All UPSI received by any Designated Persons should be reported to the head of his/her department if any, and to the Compliance Officer immediately on receipt of such information.

Limited access to confidential information:

- a. All files containing confidential information including in particular UPSI, shall be kept secure under lock and key. Computer files shall have adequate security of login and passwords. Files containing confidential information including UPSI should be deleted / destroyed after they are no longer required to be used by the Company, subject to prior written approval of respective Head of Department. Shredder should be used for the destruction of physical files.
- b. To prevent the misuse of UPSI, the Company shall adopt a 'Chinese Wall' policy which separates those areas of the Company which routinely have access to UPSI, considered 'inside areas' from those areas which deal with sales / marketing / strategy / corporate planning or other departments having access to UPSI, considered 'public areas'. The employees of the Company including the Directors in the 'inside area' shall not communicate any UPSI to anyone in the 'public area'. The employees of the Company including the Directors in the 'inside area' may be physically segregated from employees of the Company including the Directors in 'public area'. In exceptional circumstances, employees of the Company including the Directors from the 'public areas' may be brought 'over the wall' and given UPSI on the basis of 'need to know' criteria, with prior approval of the Compliance Officer.

Trading Plan:

A Designated Person shall be entitled to formulate a trading plan ("**Trading Plan**") for Trading in securities of the Company in accordance with the Regulations including in particular Regulation 5 of the Regulations 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 Trading Plan.

- a. Trading Plan shall:
 - i. not entail commencement of Trading on behalf of the Designated Persons earlier than six months from the public disclosure of the Trading 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 Company 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.
- b. The Compliance Officer shall review the Trading Plan to assess whether the Trading Plan would have any potential for violation of the 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 Trading Plan as per provisions of the Regulations.

The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- c. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the securities outside the scope of the Trading Plan. Provided that the implementation of the Trading Plan shall not be commenced if any UPSI is in possession of the Designated Person at the time of formulation of the Trading Plan has not become Generally Available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement shall be deferred until such UPSI becomes Generally Available Information so as to avoid a violation of Regulation 4(1) of the Regulations. Further, the Designated Person shall also not be allowed to Trade 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.
- d. Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the securities of the Company are listed.

6. PREVENTION OF MISUSE OF UPSI

All Designated Persons shall be subject to certain Trading restrictions as enumerated below:

Trading Window and Window Closure:

- a. The Company shall have a designated 'Trading Window' period being the period during which transactions in the securities of the Company can be effected by the Designated Person (hereinafter referred to as 'Trading Window') for Trading in the Company's securities;
- b. The Trading Window shall remain closed from the date mentioned in the notice given to the stock exchanges for convening the meeting of the Board to consider items of UPSI and shall be re-opened as per Clause 6(d) below;
- c. Designated Persons shall not Trade in the Company's securities during the period when the Trading Window is closed and will have to forego the opportunity to Trade in the Company's securities during such period;
- d. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the UPSI becomes Generally Available; and
- e. All Designated Persons shall conduct all their Trading in the securities of the Company only in a valid Trading Window and shall not Trade in the Company's securities during the periods when Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.
- f. When a Designated Person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

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 UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated Persons shall not Trade in securities when the Trading Window is closed.

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.

7. PRE-CLEARANCE OF TRADES

All Designated Persons, who intend to Trade in the securities of the Company when the Trading Window is open whether in one transaction or a series of transactions over any calendar quarter, for an aggregated trade value in excess of Rs.10,00,000/- (RUPEES TEN LAKH), shall get the transactions pre-cleared.

No Designated Persons shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.

The Compliance Officer shall confidentially maintain a list of such securities as "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance Trades.

An application in the form attached hereto as **Annexure 1** shall be made to the Compliance Officer by the Designated Person indicating the estimated number of securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company.

Before a Trade is executed, the Designated Person shall execute an undertaking in the form annexed hereto as **Annexure 2** in favour of the Company.

The Compliance Officer shall accord his approval within two Trading Days of the receipt of application for pre-clearance in the format attached hereto as **Annexure 3**.

All Designated Persons shall execute their Trades in respect of securities of the Company within seven Trading Days after the approval of pre-clearance is given. The Designated Persons shall file within two Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form attached as **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be filed within two trading days of expiry of pre-clearance approval in the format attached as **Annexure 4** recording the reasons for the same.

If the Trade is not executed within seven Trading Days after the approval is given, the Designated Person must obtain a fresh pre-clearance.

All Designated Persons who buy or sell any number of securities of the Company shall not enter into any contra trade/opposite trade i.e., sell or buy any number of securities during the next six months following the prior transaction for purchase or sale of securities, as the case maybe. In case of any contra trade be 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades pursuant to exercise of stock options.

The Compliance Officer may grant relaxation from strict application of such restriction in Clause 7.9 above for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.

All Designated Persons shall take pre-clearance from the Compliance Officer before creating, revoking lien/Pledge on securities of the Company for such value as prescribed in clause 7.1.

8. OTHER RESTRICTIONS / GENERAL PROVISIONS

The disclosure to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives.

The disclosures of Trading in securities shall also include Trading in derivatives of securities and the Traded value of the derivatives shall be taken into account for purpose of this Code.

All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial disclosures

- a. Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a Promoter or Member of Promoter Group shall disclose his/her 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 in the format attached as **Annexure 5**.

Continual disclosures

- a. Every Promoter, Member of Promoter Group, Designated Person of the Company and Director 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 ten lakh rupees or such other value as may be specified, in the format attached as **Annexure 6**.
- b. The Company shall notify the particulars of such Trading to the stock exchanges on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.
- c. Designated Persons shall also disclose details of all holdings in securities of the Company as on the end of each financial year of the Company, to be furnished on or before April 30 of each year in the format attached as **Annexure 7**.

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis 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 on a one time basis.

Explanation - The term "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.

10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Designated Persons who violate the Code shall also be subject to disciplinary actions including wage freeze, suspension, recovery, claw-back etc. that may be imposed, by the Board.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

11. INTIMATION TO AUDIT COMMITTEE/ BOARD/ SEBI IN CASE OF VIOLATION

The Compliance Officer shall inform the Chairman of the Audit Committee, Chairman of the Board, cases of any violation of the Regulations / Code so that appropriate action may be taken.

The Company shall also intimate to SEBI any violation of the Regulations.

12. CODE OF FAIR DISCLOSURE

As required under Regulation 8 of the Regulations, the code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information(UPSI) forms part of this Code and the same is appended below:

- a. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information Generally Available.
- b. Uniform and universal dissemination of UPSI to avoid selective disclosure.
- c. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI. The Chief Investor Relations Officer may, along with the Compliance Officer, coordinate the dissemination of UPSI.
- d. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.

- e. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f. Ensuring that information shared with analysts and research personnel is not UPSI.
- g. 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.
- h. Handling of all UPSI on a need-to-know basis.
- i. In order to identify whether sharing of UPSI is for legitimate purpose, the Designated Person shall take into consideration the following:
 - Sharing of UPSI is for statutory purpose
 - Sharing of UPSI is mandated by a Regulator
 - Sharing of UPSI for business purpose internally for performance of day-to-day activities
 - Sharing of UPSI for any purpose as approved by Compliance Officer in consultation with the Managing Director

13. INTERNAL CONTROLS FOR PREVENTION OF INSIDER TRADING

The Chief Executive Officer or Managing Director of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The Audit Committee shall review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING
APPROVAL

To,
The Compliance Officer,
_____ Limited,

Date:

Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I seek approval to Trade in

_____ securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Nature of the securities and the number of securities held as on date	
4.	Application for	
5.	Relation with Employee	
6.	PAN	
6.	Folio No. / DP ID / Client ID No.)	
7.	The proposal is for	i. Purchase of securities ii. Subscription to securities iii. Sale of securities iv. Any other transaction, please Specify
8.	Proposed date of trading in securities	
9.	Estimated number of securities proposed to be acquired/subscribed/sold, etc.	
10.	Price at which the transaction is proposed	
11.	Current market price (as on date of application)	
12.	Whether the proposed transaction will be through stock exchange or off-market deal	
13.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me as per the requirements of the Code.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,

Signature
Name

ANNEXURE 2
FORMAT OF UNDERTAKING TO BE
ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE UNDERTAKING

Date _____

To,
The Compliance Officer
_____ Limited,
Mumbai

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I, _____, _____ of the Company residing at _____, am desirous of Trading in securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I am issuing this undertaking pursuant to Clause 7.5 of the Code. I hereby confirm and undertake:

- a. that I do not possess any Unpublished Price Sensitive Information;
- b. not to pass on confidential information of the Company to any person directly or indirectly;
- c. to report to the Compliance Officer, any non-public information that may be received by me;
- d. that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the Unpublished Price Sensitive Information becomes public;
- e. that I have not contravened the Code as notified by the Company from time to time;
- f. all disclosures made by me in this letter are true and complete; and
- g. That I shall execute my Trade in respect of securities of _____ Limited within seven Trading Days after the pre-clearance is given. If the Trade is not executed within seven Trading Days after the approval is given, I shall obtain pre-clearance for the Trade again.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Name: _____

Signature: _____

ANNEXURE 3
FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

Sub: Pre-clearance of transaction in Company's Securities

Ref: Your application dated _____, 20____ for pre-clearance of transaction for _____ securities of the Company in your name / in the names of _____

This is pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

With reference to your above application seeking pre-clearance of your transaction in securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of the Code, the aforesaid transaction shall be executed **within seven Trading Days** from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction 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. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,
for _____ **Limited**

COMPLIANCE OFFICER

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance
Officer,

Limited, Mumbai

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

I hereby inform that I

- have not Traded in any security of the Company because of the following reasons:
- have Traded _____ securities as mentioned below on ____ (date)

Name of holder	Nature of the Securities and the No. of securities dealt with	Bought/sold/subscribed/others	DP ID/Client ID / FolioNo	Price (Rs.)

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 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 agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Date: _____

Signature: _____
Name:
Designation:

ANNEXURE 5

FORM A

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: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/ Member of Promoter Group/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP		% 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 / Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ Member of Promoter Group / appointment of Director/KMP		
Contract specifications	Number of units (contracts * lotsize)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lotsize)	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 option

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

**ANNEXURE 6
FORM C**

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

Name of the company: _____

ISIN of the company:

Details of change in holding of Securities of Promoter/ Member of Promoter Group /Designated Person or Director of company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter / Member of Promoter Group/ KMP/ Directors /immediate relative/ 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					
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 or Member of Promoter Group, Designated Person or Director of company and other such persons as mentioned in Regulation 6(2).

Type of contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		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:

ANNEXURE 7

ANNUAL DISCLOSURE OF SHARES HELD IN THE COMPANY BY PROMOTER/MEMBER OF PROMOTER GROUP/DIRECTORS/DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES

Name of Promoter /Member of Promoter Group / Director/Designated Persons; and their Immediate Relatives: Date of

appointment:

Employee No

Particulars of Individuals		No. of shares held on 1/4/20 _____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31/3/20_ _	Client I.D. No.
Name	Relation					

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 further declare that the above disclosure is true and correct and is in accordance with the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Place:

Date:

(Signature)

For BEW Engineering Limited


Director

For BEW Engineering Limited

Director

Director

Belmim Engineering Limited

Director

Belmim Engineering Limited

Director

1. The company has been established in accordance with the provisions of the Companies Act, 1993 and is a private company limited by shares.

2. The company has been established for the purpose of carrying on the business of engineering and construction work.

3. The company has been established for the purpose of carrying on the business of engineering and construction work.

Sl. No.	Name of the shareholder	Number of shares held	Percentage of shares held	Signature of the shareholder	Date
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					

Signature

1. The company has been established in accordance with the provisions of the Companies Act, 1993 and is a private company limited by shares.

2. The company has been established for the purpose of carrying on the business of engineering and construction work.

3. The company has been established for the purpose of carrying on the business of engineering and construction work.

4. The company has been established for the purpose of carrying on the business of engineering and construction work.