Quarterly Compliance report on Corporate Governance

Name of Listed Entity: BEML Limited
 Quarter ended: 31st March, 2019

I.	I. Composition of Board of Directors							
Title	Name of the Director	DIN	Category (Chairperson/Executive/ Non-Executive/ Independent / Nominee)	Date of Appointment in the current term/ Cessation*	Tenure	No of Directorships in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	DEEPAK KUMAR HOTA	06600812	Executive	01-07-2013	NA	1	0	0
Mr.	BASAVAPATNA RAMAIAH VISWANATHA	07363486	Executive	01-02-2016	NA	1	1	0
Mr.	MURALIDHARA RAMANAKOPPA HIRIYANNAIAH	07363484	Executive	01.03.2016	NA	1	0	0
Mr.	SURAJ PRAKASH	08124871	Executive	10.05.2018	NA	1	1	0
Mr.	SURESH SHIVAYYA VASTRAD	06725629	Executive	29.11.2018	NA	1	1	0
Mr.	MOHMMAD NAZMUDDIN	08377468	Nominee / Non - Executive	28.02.2019	NA	1	0	0
Mr.	BATTAJE PUNDAREEKA RAO	00467226	Independent	02.12.2018	Up to 01.12.2019	1	1	1
Mr.	MYSORE GOPALASWAMYR AO RAGHUVEER	02703301	Independent	02.12.2018	Up to 01.12.2019	1	1	1
Mr.	SUDHIR KUMAR	07367157	Independent	02.12.2018	Up to	1	1	0

	BERI				01.12.2019			
Mr.	GURMOHINDER	08199586	Independent	13.08.2018	Up to	1	1	0
	SINGH		·		09.08.2021			
Mr.	RAJIB KUMAR		Nominee /Non-	27.02.2019*	NA			
	SEN	07669981	Executive					

1. Audit Committee 3. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee(if applicable) 3. Risk Management Committee(if applicable) 4. Stakeholders Relationship Committee 4. Stakeholders Relationship Committee 1. Meeting of Board of Directors 1. Date(s) of Meeting (if any) in the previous quarter 1. Audit Committee 1. Audit Committee 1. Audit Committee 3. Battaje Pundareeka Rao 3. Risk Management Committee(if applicable) 4. Stakeholders Relationship Committee 4. Stakeholders Relationship Committee 1. Meeting of Board of Directors 1. Date(s) of Meeting (if any) in the previous quarter 1. Date(s) of Meeting (if any) in the previous quarter 1. Date(s) of meeting of Audit Committees 1. Date(s) of meeting of the committee in the relevant quarter 1. Audit Committee in the revious quarter 1. Audit Committee in the revious quarter 1. Audit Committee in the revious quarter 2. Audit Committee in the revious quarter 3. Risk Management Committee in the revious quarter 3. Risk Management Committee in the revious quarter 4. Stakeholders Reationship Committee in the revious quarter 3. Risk Management Committee in the revious quarter 4. Stakeholders Reationship Committee in the revious quarter 3. Risk Management Committee in the revious quarter 4. Stakeholders Reationship Committee in the revious quarter 4. Stakeholders Reationship Committee obtained 3. Risk Management Committee in the revious quarter 4. Stakeholders Reationship Committee obtained 4. Stakeholders Reationship Committee obtained 3. Risk Management Committee in Independent 4. Stakeholders Reamanakoppa Hiriyannaiah 5. Executive 6. Chairperson-Independent 6. Audit Chairperson-Independent 6. Chairperson-Indepen	II. Composition of Committees							
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2. Nomination & Remuneration Committee Battaje Pundareeka Rao Independent								
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Subject Compliance status (Yes/No/NA) Whether prior approval of audit committee obtained	V. Related Party Transactions				-			
				Compliance status (Yes/No/NA)				
	Whether prior approval of audit commit	ained						
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Whether details of RPT entered into pursuant to omnibus								
approval have been reviewed by Audit Committee								

VI. Affirmations

- 1. The composition of Board of Directors is in line with SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, there are 2 vacancies in respect of Independent Directors including Woman Director which has been referred to Government of India and the same is under consideration.
- 2. The composition of the following committees is in compliance with the terms of SEBI(Listing obligations and disclosure requirements)
 Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- 5. This report would be placed before the Board of Directors at ensuing meeting scheduled to be held during May, 2019.

S V Ravisekhar Rao

Company Secretary & Compliance officer

Date: 08.04.2019

Compliance report on Corporate Governance at the end of the financial year

Name of Listed Entity: **BEML Limited** Financial year ended: **31**st **March, 2019**

I. Disclosure on website in terms of Listing Regulations						
Item	Compliance status (Yes/No/NA)					
Details of business	Yes					
Terms and conditions of appointment of indepe	ndent	Yes				
directors						
Composition of various committees of board of	directors	Yes				
Code of conduct of board of directors and senic	or	Yes				
management personnel						
Details of establishment of vigil mechanism/ When policy	nistle Blower	Yes				
Criteria of making payments to non-executive d	irectors	Yes				
Policy on dealing with related party transactions		Yes				
Policy for determining 'material' subsidiaries		Yes				
Details of familiarization programmes imparted independent directors	to	Yes				
Contact information of the designated officials of entity who are responsible for assisting and har grievances	Yes					
email address for grievance redressal and othe details	Yes					
Financial results	Yes					
Shareholding pattern	Yes					
Details of agreements entered into with the med	NA					
and/or their associates						
New name and the old name of the listed entity	NA					
II Annual Affirmations						
Particulars	Regulation Number	Compliance status (Yes/No/NA)				
Independent director(s) have been appointed	16(1)(b) &	Yes				
in terms of specified criteria of 'independence'	25(6)					
and/or 'eligibility'						
Board composition	17(1)	No*				
Meeting of Board of directors	Yes					
Review of Compliance Reports	Yes					
Plans for orderly succession for appointments	Yes					
Code of Conduct	Yes					
Fees/Compensation	17(6)	NA				
Minimum Information	17(7)	Yes				
Compliance Certificate	17(8) 17(9)	Yes				
Risk Assessment & Management	Yes					
Performance Evaluation of Independent Directors	NA					
Composition of Audit Committee	18(1)	Yes				
Meeting of Audit Committee	Yes					

Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements	24(2),(3),(4),	24(2),(3),(4)- Yes
with respect to subsidiary of listed entity	(5) & (6)	24(5) & (6)- NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

^{*}Board composition - In terms of Article 97 of Article of Association of BEML Limited, the Directors shall be appointed by the President of India and they shall be entitled to hold office for such period as the President may determine.

It may be noted that there are 2 vacancies for Independent Directors on the Board of the Company and the appointment against the said vacancies are under consideration by the Government.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: The Company has Material Subsidiary Policy approved by the Board, however there is no material subsidiary. Further, the Corporate Governance requirements with respect to subsidiary of the Company have been complied with excepting Regulation 24(1), (5) & (6), which are not applicable.

S V Ravisekhar Rao

Company Secretary & Compliance officer